

Exhibit I

In the Matter Of:

15-cv- 7152 (JMA) (ARL)

NAFTALI AS TRUSTEES OF THE EDTOM TRUST

v.

NEW YORK DEFERRED EXCHANGE CORP., et al.

Depositor of Ora Naftali

Friday, August 23, 2019

CONDENSED



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<p>UNITED STATES DISTRICT COURT EASTERN DISTRICT OF NEW YORK -----X ORA NAFTALI AND RONI NAFTALI, AS TRUSTEES OF THE EDTOM TRUST, Civil Action No. Plaintiff, 15-cv-7152 - v - (JMA) (ARL) NEW YORK DEFERRED EXCHANGE CORP., AND JEFFREY WECHSLER Defendants. -----X NEW YORK DEFERRED EXCHANGE CORP., Counterclaim Plaintiff, - v - ORA NAFTALI AND RONI NAFTALI, AS TRUSTEES OF THE EDTOM TRUST, Counterclaim Defendants. -----X NEW YORK DEFERRED EXCHANGE CORP., Third-Party Plaintiff, - v - ORA NAFTALI AND RONI NAFTALI, Third-Party Defendants. -----X August 23, 2019 10:27 a.m. DEPOSITION OF ORA NAFTALI Reported by: Elizabeth Santamaria</p>	<p>2 1 2 -----X 3 ORA NAFTALI AND RONI NAFTALI, 4 Third-Party Counterclaim Plaintiffs, 5 - v - 6 NEW YORK DEFERRED EXCHANGE CORP., 7 Third-Party Counterclaim Defendants. 8 -----X 9 ORA NAFTALI AND RONI NAFTALI, 10 Third-Party Cross-Claim Plaintiffs, 11 - v - 12 JEFFREY L. WECHSLER, 13 Third-Party Cross-Claim Defendants. 14 -----X 15 JEFFREY L. WECHSLER, 16 17 Third-Party Plaintiff, 18 - v - 19 JOSEPH TAPLITZKY, 20 Third-Party Defendant. 21 -----X 22 23 August 23, 2019 24 10:27 a.m. 25 Deposition of ORA NAFTALI, pursuant to Order, at the offices of Kishner Miller Himes, 40 Fulton Street, New York, New York, before Elizabeth Santamaria, a Reporter and Notary Public of the State of New York</p>
<p>3 1 2 A P P E A R A N C E S: 3 4 KISHNER MILLER HIMES P.C. 5 Attorneys for Plaintiff/Counterclaim Defendant 6 Ora Naftali 7 40 Fulton Street - 12th Floor 8 New York, New York 10038 9 BY: BRYAN W. KISHNER, ESQ. 10 (212)585-3425 11 Email: kishner@kishnerlegal.com 12 13 MILBER MAKRIS PLOUSADIS SEIDEN 14 Attorneys for Third-Party Cross-Claim Defendant 15 Jeffrey L. Wechsler 16 1000 Woodbury Road - Suite 402 17 Woodbury, New York 11797 18 BY: JOHN ANTHONY LENTINELLO, ESQ. 19 (516) 712-4000 20 Email: Jlentinello@milbermakris.com 21 22 23 24 25</p>	<p>4 1 2 A P P E A R A N C E S (c o n t'd): 3 HINSHAW & CULBERTSON LLP 4 Attorneys for Defendant and 5 Counterclaim Plaintiff/ 6 Third-Party Plaintiff/ 7 Third-Party Counterclaim Defendant 8 New York Deferred Exchange Corp. 9 800 Third Avenue - 13th Floor 10 New York, New York 10022 11 BY: MATTHEW C. FERLAZZO, ESQ. 12 SUZANNE WALSH, ESQ. 13 (212) 471-6200 14 Email: Mferlazzo@hinshawlaw.com 15 Email: Swalsh@hinshawlaw.com 16 17 ORLOFF LOWENBACH STIFELMAN & SIEGEL, PA 18 Attorneys for Third-Party Defendant 19 Joseph Taplitzky 20 44 Whippany Road - Suite 100 21 Morristown, New Jersey 07960 22 BY: MARC C. SINGER, ESQ. 23 (973) 622-6200 X423 24 Email: mcs@olss.com 25 ALSO PRESENT: Roni Naftali</p>

<p style="text-align: right;">5</p> <p>1</p> <p>2 * * *</p> <p>3 IT IS HEREBY STIPULATED AND AGREED,</p> <p>4 by and between counsel for the respective</p> <p>5 parties hereto, that the filing, sealing and</p> <p>6 certification of the within deposition shall</p> <p>7 be and the same are hereby waived;</p> <p>8 IT IS FURTHER STIPULATED AND AGREED</p> <p>9 that all objections, except as to the form of</p> <p>10 the question, shall be reserved to the time of</p> <p>11 the trial;</p> <p>12 IT IS FURTHER STIPULATED AND AGREED</p> <p>13 that the within deposition may be signed</p> <p>14 before any Notary Public with the same force</p> <p>15 and effect as if signed and sworn to before</p> <p>16 the Court.</p> <p>17 * * *</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p style="text-align: right;">6</p> <p>1 O. Naftali</p> <p>2 MR. FERLAZZO: Let's premark</p> <p>3 Defendant's Exhibits 1 through 4.</p> <p>4 (Defendant's Exhibit 1, pages Bates</p> <p>5 stamped NAFTALI-0142 to NAFTALI-0156, marked</p> <p>6 for identification, as of this date.)</p> <p>7 (Defendant's Exhibit 2, contract of</p> <p>8 sale dated 7/30/2019, marked for</p> <p>9 identification, as of this date.)</p> <p>10 (Defendant's Exhibit 3, pages Bates</p> <p>11 stamped NAFTALI-0083 to NAFTALI-0090, marked</p> <p>12 for identification, as of this date.)</p> <p>13 (Defendant's Exhibit 4, pages Bates</p> <p>14 stamped NAFTALI-0022 to NAFTALI-0030, marked</p> <p>15 for identification, as of this date.)</p> <p>16 MR. FERLAZZO: Before we get</p> <p>17 started, I just want to make a statement</p> <p>18 for the record that counsel have</p> <p>19 discussed --</p> <p>20 MR. NAFTALI: Please speak louder.</p> <p>21 MR. FERLAZZO: Sure. Before we get</p> <p>22 started, I want to make a statement for</p> <p>23 the record with regard to something that</p> <p>24 counsel have discussed.</p> <p>25 A few weeks ago the counsel for the</p>
<p style="text-align: right;">7</p> <p>1 O. Naftali</p> <p>2 witnesses, the plaintiffs, asked for an</p> <p>3 interpreter to be present during the</p> <p>4 deposition. After an exchange between</p> <p>5 counsel we are not providing an</p> <p>6 interpreter today. The witnesses have</p> <p>7 agreed to go forward without the</p> <p>8 interpreter today. We are going to try</p> <p>9 to accomplish as much with the</p> <p>10 questioning as possible in English.</p> <p>11 To the extent we cannot complete</p> <p>12 all of the questioning due to any</p> <p>13 language issues of the witnesses, there</p> <p>14 is another deposition scheduled on</p> <p>15 Tuesday and we will provide an</p> <p>16 interpreter on that day if necessary. My</p> <p>17 understanding is plaintiffs are okay with</p> <p>18 that at this point.</p> <p>19 MR. KISHNER: Yes.</p> <p>20 While we would prefer to have an</p> <p>21 interpreter, we understand that we are</p> <p>22 going to try to proceed today and do the</p> <p>23 best that we can.</p> <p>24 To the extent that you do not</p> <p>25 understand a question because of a</p>	<p style="text-align: right;">8</p> <p>1 O. Naftali</p> <p>2 language issue, let them know so it's</p> <p>3 very clear. Okay?</p> <p>4 THE WITNESS: Okay.</p> <p>5 O R A N A F T A L I, having been first duly</p> <p>6 sworn according to law by the Officer,</p> <p>7 testifies as follows:</p> <p>8 EXAMINATION BY</p> <p>9 MR. FERLAZZO:</p> <p>10 Q. Good morning, Ms. Naftali. My name</p> <p>11 is Matt Ferlazzo. I'm a lawyer with the law</p> <p>12 firm of Hinshaw & Culbertson. I represent</p> <p>13 New York Deferred Exchange Corp. in this</p> <p>14 lawsuit. I'm going to be taking your</p> <p>15 deposition today. I don't know if you have</p> <p>16 ever had your deposition taken before, but</p> <p>17 just so we are on the same page I'm going to</p> <p>18 go over a few sort of ground rules of how the</p> <p>19 process will work.</p> <p>20 I'm going to be asking you a series</p> <p>21 of questions. You'll need to give answers to</p> <p>22 those questions and your answers will need to</p> <p>23 be verbal, because the court reporter cannot</p> <p>24 take down a shake of your head or a shrug of</p> <p>25 your shoulders.</p>

2 (Pages 5 to 8)

<p style="text-align: right;">41</p> <p>1 O. Naftali</p> <p>2 Q. Do you have records you keep</p> <p>3 anywhere about the Edtom Trust?</p> <p>4 A. No.</p> <p>5 Q. Do you know what the purpose of</p> <p>6 Exhibit 1 was?</p> <p>7 MR. KISHNER: I'm going to object.</p> <p>8 If you understand it, you can answer.</p> <p>9 A. What the purpose for this one? I</p> <p>10 suppose to create the trust.</p> <p>11 Q. Before the Edtom Trust was created,</p> <p>12 had you ever been involved in creating any</p> <p>13 other trust?</p> <p>14 A. No.</p> <p>15 Q. What about before the Naftali Trust</p> <p>16 was created; had you ever been involved in</p> <p>17 creating any other trust?</p> <p>18 A. No.</p> <p>19 Q. Now, we talked a little bit about</p> <p>20 this before, but you acquired unit 42-U at</p> <p>21 some point, right?</p> <p>22 A. Acquired?</p> <p>23 Q. You bought it at some point?</p> <p>24 A. Yes.</p> <p>25 Q. But you don't remember when that</p>	<p style="text-align: right;">42</p> <p>1 O. Naftali</p> <p>2 was?</p> <p>3 A. When I --</p> <p>4 Q. When you bought it. Do you</p> <p>5 remember when that was?</p> <p>6 A. The two units? No. I bought it</p> <p>7 ten years. I don't know.</p> <p>8 Q. Why did you buy the two units?</p> <p>9 A. Just investment, and I want to have</p> <p>10 an apartment in New York.</p> <p>11 Q. What do you mean by "investment"?</p> <p>12 What kind of investment? What were you</p> <p>13 intending to do with the apartment?</p> <p>14 MR. KISHNER: Objection as to form.</p> <p>15 You can answer.</p> <p>16 A. To have a property. It's always a</p> <p>17 good investment, a property in New York.</p> <p>18 Q. Do you remember when you decided</p> <p>19 you wanted to invest in property in New York?</p> <p>20 A. You mean what day?</p> <p>21 Q. Generally, time frame. Do you</p> <p>22 remember when?</p> <p>23 A. It's about ten years. Ten, nine.</p> <p>24 Q. Did someone suggest to you at that</p> <p>25 period of time that you should invest in</p>
<p style="text-align: right;">43</p> <p>1 O. Naftali</p> <p>2 property in New York?</p> <p>3 A. No.</p> <p>4 Q. Is it something you thought of on</p> <p>5 your own?</p> <p>6 A. Yes, me and Roni together.</p> <p>7 Q. Before you bought any property in</p> <p>8 New York, did you discuss investing in</p> <p>9 property in New York with anyone other than</p> <p>10 Mr. Naftali?</p> <p>11 A. No, not exactly. No.</p> <p>12 Q. You said there "not exactly."</p> <p>13 A. Yes.</p> <p>14 Q. Did you have any general discussion</p> <p>15 about investing in property about the time you</p> <p>16 decided you wanted to invest in property in</p> <p>17 New York?</p> <p>18 A. No, no.</p> <p>19 Q. Before you bought any property in</p> <p>20 New York, did you do any research online about</p> <p>21 investing in property in New York?</p> <p>22 A. No.</p> <p>23 Q. Before you bought the property in</p> <p>24 New York, did you do any research online about</p> <p>25 investing in property in the United States?</p>	<p style="text-align: right;">44</p> <p>1 O. Naftali</p> <p>2 A. No.</p> <p>3 Q. Before you bought any property in</p> <p>4 New York, did you do any research online about</p> <p>5 any taxes that might be associated with owning</p> <p>6 property in the United States?</p> <p>7 A. No.</p> <p>8 Q. Did you ever read any books about</p> <p>9 investing in property in New York?</p> <p>10 A. No.</p> <p>11 Q. Did you ever read any books about</p> <p>12 any taxes that might be associated with owning</p> <p>13 property in the United States?</p> <p>14 A. No, no.</p> <p>15 Sorry.</p> <p>16 Q. I know it's hard. You want to --</p> <p>17 you're anticipating my questions. Everybody</p> <p>18 does it. To the extent you can try not to, it</p> <p>19 will help us keep the record clear.</p> <p>20 Before you bought any property in</p> <p>21 New York, did you hire a real estate broker to</p> <p>22 work for you?</p> <p>23 A. Yes.</p> <p>24 Q. Who did you hire?</p> <p>25 A. Joseph Taplitzky.</p>

<p style="text-align: right;">53</p> <p>1 O. Naftali</p> <p>2 you're giving a speaking objection.</p> <p>3 MR. KISHNER: I did not -- I did</p> <p>4 not -- I did not object and tell her not</p> <p>5 to answer. I'm telling her she can</p> <p>6 answer. I'm just letting you know it was</p> <p>7 asked and answered several times.</p> <p>8 MR. FERLAZZO: Okay, "asked and</p> <p>9 answered" is fine; otherwise it</p> <p>10 constitutes a speaking objection.</p> <p>11 I don't know -- we don't need to</p> <p>12 get started with speaking objections.</p> <p>13 There's no need for them and I'll keep</p> <p>14 asking her. Since she doesn't recall,</p> <p>15 I'm allowed to keep testing the witness's</p> <p>16 memory. If you think that's incorrect,</p> <p>17 you can keep objecting and at some point</p> <p>18 we can call the judge.</p> <p>19 MR. KISHNER: Can you please ask</p> <p>20 your next question.</p> <p>21 MR. FERLAZZO: I'll ask my next</p> <p>22 question when I'm ready, Counsel.</p> <p>23 Why don't we take a break.</p> <p>24 MR. KISHNER: Are you ready?</p> <p>25 MR. FERLAZZO: Why don't we take a</p>	<p style="text-align: right;">54</p> <p>1 O. Naftali</p> <p>2 break.</p> <p>3 MR. KISHNER: All right.</p> <p>4 MR. FERLAZZO: Five minutes, is</p> <p>5 that okay with everybody?</p> <p>6 (Recess taken.)</p> <p>7 Q. Mrs. Naftali, after Edtom Trust</p> <p>8 purchased unit 42-U, what did the trust do</p> <p>9 with it? Did it use it for anything?</p> <p>10 MR. KISHNER: Objection.</p> <p>11 A. The trust?</p> <p>12 Q. Yes. Yes, what did it do with the</p> <p>13 unit after --</p> <p>14 A. 42-U?</p> <p>15 Q. Yes.</p> <p>16 A. 42-U? You asked about 42-U?</p> <p>17 Q. 42-U.</p> <p>18 A. We rent it.</p> <p>19 Q. Do you recall approximately how</p> <p>20 long after the trust purchased unit 42-U it</p> <p>21 rented the unit?</p> <p>22 A. I can't -- I don't know exactly. I</p> <p>23 can't remember.</p> <p>24 Q. How did you go about finding a</p> <p>25 tenant for unit 42-U?</p>
<p style="text-align: right;">55</p> <p>1 O. Naftali</p> <p>2 A. Through Joseph Taplitzky.</p> <p>3 Q. The person who rented unit 42-U,</p> <p>4 did they pay the trust money every month to</p> <p>5 rent the unit?</p> <p>6 MR. KISHNER: Objection.</p> <p>7 You can answer.</p> <p>8 A. I can't remember exactly if it was</p> <p>9 every month or -- I can't remember.</p> <p>10 Q. But the person who rented 42-U did</p> <p>11 pay some amount of rent to the trust?</p> <p>12 A. Yes, yes.</p> <p>13 MR. KISHNER: Objection.</p> <p>14 You can answer.</p> <p>15 Q. Did you ever ask anyone if the</p> <p>16 trust owed any taxes on the rent that was</p> <p>17 being paid?</p> <p>18 A. No.</p> <p>19 Q. Did you ever research whether the</p> <p>20 trust owed any taxes on the rent that was</p> <p>21 being paid?</p> <p>22 A. No.</p> <p>23 Q. Did anyone ever tell you the trust</p> <p>24 may owe taxes on the rent that was being paid?</p> <p>25 A. I don't remember.</p>	<p style="text-align: right;">56</p> <p>1 O. Naftali</p> <p>2 Q. At some point did the trust decide</p> <p>3 it wanted to sell unit 42-U?</p> <p>4 A. If we decide to sell it? Yes.</p> <p>5 Q. Do you recall when that was?</p> <p>6 A. No.</p> <p>7 Q. Why did the trust decide it wanted</p> <p>8 to sell unit 42-U?</p> <p>9 A. Because it was a good deal to sell</p> <p>10 it.</p> <p>11 Q. What do you mean, it was a good</p> <p>12 deal to sell it?</p> <p>13 A. The price go higher.</p> <p>14 Q. Did the trust hire a real estate</p> <p>15 broker to assist it in selling unit 42-U?</p> <p>16 A. We work all the time with Joseph</p> <p>17 Taplitzky.</p> <p>18 Q. So would it be fair to say that</p> <p>19 Mr. Taplitzky worked for the trust to try and</p> <p>20 sell unit 42-U?</p> <p>21 MR. KISHNER: Objection.</p> <p>22 You can answer.</p> <p>23 A. Yes.</p> <p>24 Q. Did you ever ask Mr. Taplitzky if</p> <p>25 the trust may owe any taxes if it sold</p>